

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

Residential Capital LLC, et al.,

Debtors.

Chapter 11

Case No. 12-12020 (MG)

(Jointly Administered)

**AFFIDAVIT OF SERVICE**

I, Rebecca Zarett, depose and state as follows:

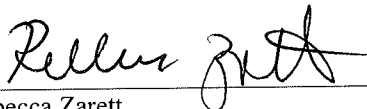
I am over 18 years of age, and I am employed by Kirkland & Ellis, LLP, located at 601 Lexington Avenue, New York, NY 10022.

On March 4, 2013 I caused the following document to be served via electronic mail and first class mail on the list attached hereto as **Exhibit A**:

- Statement of Ally Financial Inc. and Ally Bank Regarding the Debtors' Motion for the Entry of an Order Further Extending Their Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof and the Debtors' Motion for Appointment of a Chief Restructuring Officer [Docket No. 3086]

I declare, under penalty of perjury under the laws of the United States of America that, the above is true and correct.

Dated: New York, New York  
March 5, 2013



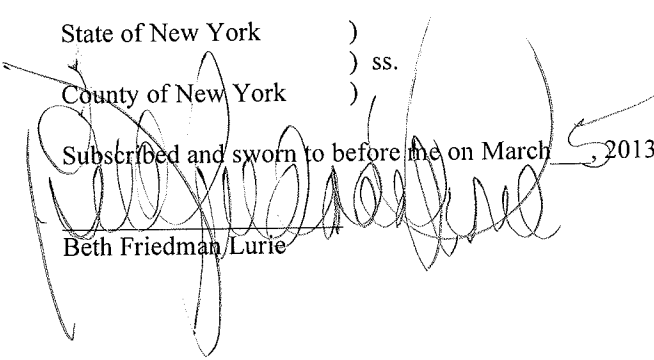
Rebecca Zarett  
Kirkland & Ellis LLP  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

State of New York )

) ss.

County of New York )

Subscribed and sworn to before me on March 5, 2013.



Beth Friedman Lurie

BETH FRIEDMAN LURIE  
Notary Public, State of New York  
No. 4783635  
Qualified in Nassau County  
Expiration Expires Sept. 30, 2015

NAME	NOTICE NAME	ADDRESS1	ADDRESS2	CITY	ST	ZIP	COUNTRY	PHONE	FAX	EMAIL	DESCRIPTION
Chadbourne & Parke LLP	Attn Howard Sade & David M LeMay & Robert U Gayda & Marc S Reisman	30 Rockefeller Plaza		New York	NY	10112		212-408-5100	212-541-5369	h.sade@chadbourne.com r.sade@chadbourne.com m.sade@chadbourne.com	Counsel to the Examiner, Arthur J Gonzalez Secured lender under the Mortgage Servicing Rights Facility
Citibank NA	Attn Bobbie Thevakumaran	39C Greenwich St 6th Fl		New York	NY	10013		212-723-6763	646-291-3799	bobbie.thevakumaran@citibank.com bobbie.thevakumaran@citibank.com	Counsel to Cowen Loan Servicing LLC Secured Trustee to Unsecured Notes / Top 50
Clifford Chance US LLP	Jennifer C DeMarco & Adam Lesman	31 West 52nd St		New York	NY	10019		212-478-4000	212-878-4375	jennifer.demarco@cliffordchance.com adam.lesman@cliffordchance.com	Counsel to the United States Attorney General Counsel to the United States Attorney General
Deutsche Bank Trust Company Americas	Jo Kevin Vargas	25 De Forest Ave		Summit	NJ	07901		201-593-2466	201-593-2466	jo.kevin.vargas@db.com	Proposition Lender - Fannie EAF
Fannie Mae	Attn Peter McGonigle	1835 Market St Ste 2300		Philadelphia	PA	19103		215-580-3178	215-580-3178	peter.mcgonigle@fanniemae.com	Internal Revenue Service
Internal Revenue Service	Centralized Insolvency Operation	PO Box 7346		Philadelphia	PA	19104		800-973-0424	855-235-6787	centralized@irs.gov	Internal Revenue Service
Internal Revenue Service	Centralized Insolvency Operation	2970 Market St		Philadelphia	PA	19104		800-973-0424	855-235-6787	centralized@irs.gov	Internal Revenue Service
Internal Revenue Service	Insolvency Section	31 Hopkins Pl Rm 1150		Baltimore	MD	21201		800-913-3358		insolvency@irs.gov	Internal Revenue Service
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Morrison & Foerster LLP	Attn Tammy Hamzeboor	1290 Avenue of the Americas		New York	NY	10104		212-468-8000	212-468-7900	tammy.hamzeboor@morrisonfoerster.com	Residential Capital LLC
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Office of the NY State Attorney General	Nancy Lord & End M Stuart	The Capitol		Albany	NY	12224-0341		518-474-5481	518-474-5481	nancy.lord@nyag.ny.gov endm.stuart@nyag.ny.gov	Office of the New York Attorney General
Office of the US Attorney for the Southern District of NY	United States Attorney Preet Bharara	One St Andrews Plaza		New York	NY	10007		212-637-2000	212-637-2945	preet.bharara@usdoj.gov	Office of the United States Attorney for the Southern District of New York
Securities & Exchange Commission	Secretary of the Treasury	100 F St NE		Washington	DC	20549		202-942-8088	202-772-9318	treasury@sec.gov	Securities and Exchange Commission - Headquarters
Securities & Exchange Commission NY Regional Office	George S Canellis Regional Director	3 World Financial Center Ste 400		New York	NY	10281-1022		212-336-1100	212-336-1320	george.canellis@sec.gov	Securities and Exchange Commission - New York Regional Office
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Skadden Arps Slate Meagher & Flom LLP	Ken Ziman	Four Times Square		New York	NY	10036		212-735-3000	917-777-3310	ken.ziman@skadden.com	Counsel to Barclays Bank PLC
Skadden Arps Slate Meagher & Flom LLP	Sarah M Ward	Four Times Square		New York	NY	10036		212-735-2128	917-777-2126	sarah.ward@skadden.com	Counsel to the administrative agent for the Debtors' proposed providers of labor in possession financing
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The Bank of New York Mellon	Asset-Backed Securities Group	131 Barclay St 4W		New York	NY	10286		212-735-2128	917-777-2126	abs@bnym.com	Indenture Trustee under the Fire-Petition GSAP Facility
U.S. Department of Justice	Attn: Backed Securities Group	950 Pennsylvania Ave NW		Washington	DC	20539-0001		202-514-2063	202-307-5777	abs@doj.gov	Office of the United States Attorney General
U.S. Department of Justice	Attn: Joseph Cordaro	85 Chambers St 3rd Fl		New York	NY	10007		212-514-2063	202-307-5777	joseph.cordaro@doj.gov	Counsel to the United States of America
US Trustee for the Southern District of NY	Tracy Hope Davis, Linda A. Rifkin and Brian S. Masamoto	33 Whitehall St 21st Fl Region 2		New York	NY	10004		212-510-0500	212-688-2255	tracy.davis@usdoj.gov linda.rifkin@usdoj.gov brian.masamoto@usdoj.gov	Office of the United States Trustee for the Southern District of New York
Wells Fargo Bank NA	Attn Corporate Trust Services - GMACM Home Equity Notes 2004 Variable Funding Trust	PO Box 98		Columbia	MD	21046				corporate.trust@wellsfargo.com	GMEN Indenture Trustee at Corporate Trust Office

Residential Capital, LLC, et al.  
Case No. 12-12020 (MG)  
Monthly Service List

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Alkermis Connors LLP	Bankruptcy Department	Fifteen Piedmont Center	3575 Piedmont Rd NE Ste 500	Atlanta	GA	30305	USA	404-994-7400	888-248-7307	central@alkermis.com	Connors Law Services, LLC
Allen & Overy LLP	Ken Coleman & John Kiehl	1221 Avenue of the Americas		New York	NY	10020	USA	212-419-6100	202-419-6100	ken.coleman@allen.com	Member of Official Committee of Unsecured Creditors
Alstate Life Insurance Company	Alm Peter A. McElvay	3075 Sanders Rd Ste GSA		Norbrook	IL	60062	USA	212-205-1077	847-402-6638	alm.peter@alstate.com	Member of Official Committee of Unsecured Creditors
Ally Financial Inc	Jeffrey Brown Corporate Treasurer	440 S Church St	# 1100	Charlotte	NC	28202	USA	704-540-6133		jeffrey.brown@ally.com	Secured Lender under the Secured Revolver and Line of Credit
Alston & Bird LLP	John C. Weintrauer Esq	One Atlantic Center		Atlanta	GA	30309-2424	USA	404-481-7000	404-253-8298	john.weintrauer@alston.com	Indenture trustee or master servicer of certain RMBS trusts
Alston & Bird LLP	John C. Bunin Esq & William Hao Esq	90 Park Ave		New York	NY	10016	USA	212-210-9400	212-210-9444	john.bunin@alston.com	Indenture trustee or master servicer of certain RMBS trusts
Alston & Bird LLP	William B. Meadows	Bank of America Plaza Ste 4000		Charlotte	NC	28280-4000	USA	704-444-1000	704-444-1755	bill.meadows@alston.com	Indenture trustee or master servicer of certain RMBS trusts
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Bank of New York Mellon	Sarah Stout & Jennifer J. Provenzano	525 William Penn Place		Pittsburgh	PA	15259-0001	USA	412-234-7636		Sarah.Stout@bny.com	Securitization/HELOC Trustee
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Case No. 12-12022 (MG)  
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Robbins Cellar Rudman & Dowd LLP	Steven W Popish	855 West Broadway Ste 1800		San Diego	CA	92101		619-231-1058	619-231-7423	steven@rcrd.com	Counsel to The Union Central Life Insurance Company, American Life Insurance Corp, and Asapra Life Insurance Company
Robbins Cellar Rudman & Dowd LLP	Robert E Brown PC	41 Wall St 12th Fl		New York	NY	10005		212-768-9779		rbrown@rcrd.com	Counsel to Certain Homeowners Claimants
Romero Law Firm	Martha E Romero	5816 Bright Ave		Whittier	CA	90601		562-807-6900	562-807-6920	martha@romerolaw.com	Counsel to Secured Creditor County of San Bernardino, California, a California Tertiary Municipality
Ropes & Gray LLP	D Ross Martin Esq & Keith H Wolford Esq	1211 Avenue of the Americas		New York	NY	10036-8704		212-598-9000	212-598-9990	info@ropesgray.com	Counsel to Ad Hoc RMBS Holder Group
Ropes & Gray LLP	D. Ross Martin	Prudential Tower		Boston	MA	02199				ross.martin@ropesgray.com	Counsel to the Institutional Investors
Rosen L Drivins as Representative for the Plaintiffs	Rowen L Drivins as Representative for the Plaintiffs	3725 N Indiana		Kansas City	MO	64117		916-726-4615	916-529-3590	drivins@rosenlaw.com	Member of Official Committee of Unsecured Creditors
Rosen L Drivins as Representative for the Plaintiffs	Brian Kessler et al	5040 Corporate Woods Dr Ste 120		Virginia Beach	VA	23462		757-451-1488	757-451-1488	brian@rosenlaw.com	Member of Official Committee of Unsecured Creditors
Rosen L Drivins as Representative for the Plaintiffs	D Carol Sasser Esq	3040 Corporate Woods Dr Ste 120		Virginia Beach	VA	23462		757-451-1488	757-451-1488	dcarol@rosenlaw.com	Counsel to Samuel White PC
Rosen L Drivins as Representative for the Plaintiffs	Donna J Hall Esq			Virginia Beach	VA	23462		757-451-1488	757-451-1488	donna@rosenlaw.com	Counsel to American Residential Equities LLC, in its own individual capacity and its capacity as Trustee under that certain American Residential Equities, LLC Master Trust Agreement
Saul Ewing	Mark Minuti	222 Delaware Ave Ste 1200	PO Box 1266	Wilmington	DE	19899		302-421-6840		minuti@seaw.com	Member of Official Committee of Unsecured Creditors
Saul Ewing	Nicolas J Nastasi	1500 Market St 38th Fl		Philadelphia	PA	19102-2186		215-972-5445		nastasi@seaw.com	Counsel to American Residential Equities LLC, in its own individual capacity and its capacity as Trustee under that certain American Residential Equities, LLC Master Trust Agreement
Saul Ewing	Stephen B Revin & Dinesh Patel	555 Fifth Ave Ste 1700		New York	NY	10017		212-980-7200	212-980-7209	stephen@seaw.com	Counsel to American Residential Equities LLC, in its own individual capacity and its capacity as Trustee under that certain American Residential Equities, LLC Master Trust Agreement
Schneider & Shulbansky LLC	Joel R Gluckman Esq	1100 Valley Brook Ave		Lyndhurst	NJ	07071-0790		201-896-4100		joel@schneiderllc.com	Counsel to the City of Union City, New Jersey, and Counsel to Certain Homeowners Claimants
Schneider & Shulbansky LLC	Bernette D Kornis	28 Broadway, 18th Floor	PO Box 780	New York	NY	10004		212-344-4400		bernette@schneiderllc.com	Counsel to Certain Homeowners Claimants
Schneider Harrison Segal & Lewis LLP	Barry Bresler & Richard A Barbery	1600 Market St Ste 3600		Philadelphia	PA	19103-7286		215-751-2600	215-751-2205	barry@schneider.com	Counsel to Liberty Property United Partnership
Schneider Harrison Segal & Lewis LLP	Eric A Boden	340 Broadway Ste 3100		New York	NY	10003-1101		212-553-1101		eric@schneider.com	Counsel to Liberty Property United Partnership
Schneider Harrison Segal & Lewis LLP	Adam C Harris	918 Third Ave		New York	NY	10003-1101		212-553-1101		adam@schneider.com	Counsel to Cerberus Capital Management LP
Schulte Roth & Zabel LLP	Marquero Garbner	918 Third Ave		New York	NY	10022		212-756-2000	212-553-3555	marquero@schulte.com	Counsel to Cerberus Capital Management LP
Schulte Roth & Zabel LLP	Michael C Cutini	918 Third Ave		New York	NY	10022		212-756-2000	212-553-3555	micah@schulte.com	Counsel to Cerberus Capital Management LP
Secretary of State	Michael C Cutini	123 William St		New York	NY	10038-3904		212-417-6800	212-417-3383	secretary@state.ny.gov	Secretary of the State, Division of Corporations
Secretary of State, Division of Corporations	393 Washington Ave Ste 800	One Commerce Plz		Albany	NY	12241-4001		518-473-4492	518-474-1416	secretary@state.ny.gov	Secretary of the State, Division of Corporations
Seward & Kissell LLP	Greg S Bateman & Dale C Christensen Jr & Sagan Patel & Thomas Ross Hopper	One Battery Park Plaza		New York	NY	10004		212-574-1436	212-480-4421	greg@seward.com	Wells Fargo Bank, N.A., as collateral agent for the Prepetition Ally Junior Secured Notes, as collateral agent for the Prepetition Ally Revolver, and as collateral control agent under the Intercreditor Agreement, dated as June 6, 2008; Counsel to Law Debenture Trust Company of New York as Special Trustee
Seward & Kissell LLP	Ronald L Cohen Kalman Das Mark D Konick Ariane R Alves & Laurie R Broder	One Battery Park Plaza		New York	NY	10004		212-574-1200	212-480-4421	ronald@seward.com	Counsel to US Bank National Association as Securitization Trustee; Counsel to US Bank as Master Servicer; & Counsel to US Bank NA as Trustee of Certain Mortgage Backed Securities
Shafferman & Feldman LLP	Joel M Shafferman Esq	286 Madison Ave Ste 502		New York	NY	10017		212-595-1802		joel@shafferman.com	Counsel to NYU, 2011-14 Years
Shapiro Bass Wasserman & Gors PA	Thomas A Conrad Esq	7000 Garden Rd Ste 400		Boca Raton	FL	33434		561-777-7000	561-777-7722	tom@shapiro.com	Counsel to Wells Fargo Bank, N.A.
Shearman & Sterling LLP	Freddie Sisknick & Susan A Frenessney	588 Lexington Ave		New York	NY	10022		212-848-4000	848-848-7178	sfrenessney@shearman.com	Counsel to Citibank NA
Stein Weiner & Roth LLP	Alm Prasad Datta	1 Old County Rd Ste 113		Cape Place	NY	11514		516-742-4212	516-742-6895	prasad@stein.com	Counsel to Citibank NA
Stein Weiner & Roth LLP	Andrew W Muller	1201 Walnut, Ste. 2800		Kansas City	MO	64105		816-542-6800	816-549-3495	amuller@stein.com	Counsel to Bank of the West
Sullivan Heathline Allison LLC	William A Heathline, Esq	901 N Market St Ste. 1300		Wilmington	DE	19801		302-428-4191	302-428-4195	whathline@shall.com	Counsel to Mortgage Electronic Registration Systems Inc and
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Talcott Franklin P.C.	Derek S Wills	208 N. Market Street, Suite 200		Dallas	TX	75202		214-756-9730	877-577-1396	derek@tcf.com	Counsel to Bank of the West
TFC National Bank	Janelle J Miller Senior Vice President & Counsel	3000 Lakes St		Whitiera	MN	55391		952-445-2716		janelle@tcf.com	Counsel to TCF National Bank
TFC National Bank	1 Barker Ave Third Fl			White Plains	NY	10601		914-337-7670	914-337-7672	info@tcf.com	Counsel to PNC Financial Group
Tennessee Attorney General's Office	Bankruptcy Division	PO Box 20207		Nashville	TN	37202		615-532-2504	615-741-3334	attorney@tn.gov	Counsel to PNC Financial Group
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Residential Capital, LLC, et al.  
Case No. 12-12020 (MG)  
Monthly Service List

NAME	NOTICE NAME	ADDRESS1	ADDRESS2	CITY	ST	ZIP	COUNTRY	PHONE	FAX	EMAIL	DESCRIPTION
The Canada Trust Company	Susan Kholzer Key D Brock Assistant Travis County Atty	79 Wellington Street, West, 8th Floor PO Box 1748	PO Box 1, Dominion Centre	Toronto	ON	M5K 1A2	Canada	416-306-3925	416-983-2044	Adrian.Parkes@canadatrust.com christophers.stevens@canadatrust.com	Securitization Trustee Counsel to Tina Morton Travis County Tax Assessor Collector
Travis County Attorney				Austin	TX	78767		512-954-9513	512-954-4808	kevin.brock@travis.texas.us	
U.S. Bank National Association	Attn: Maria K Scott & David A Jason	190 S. LaSalle Street 80 Livingston Ave.		Chicago St. Paul	IL	60603 MN 55107		312-332-4578 651-485-3593	312-332-4578 651-485-3593	maria.scott@usbank.com jason.a.jason@usbank.com	Member of Official Committee of Unsecured Creditors Securitization-HELOC Trustee
U.S. Bank National Association	Attn: Amir Corporate Trust Services	West Side Plaza, EP-MN-W53D 1100 T Street		St. Paul	MN	55107		651-485-3582	866-431-7910	amir@usbank.com	Securitization-HELOC Trustee
U.S. Department of Justice	Attn: Glenn D. Gillette	Civil Division		Washington	DC	20005				Glenn.Gillette@usdoj.gov	Counsel to GSE - Grinnie Mae Successor Indenture Trustee to the Debtors' Prepetition Junior US Bank as Trustee for Certain Mortgage-Backed Securities
UMB Bank NA	Mark B Flammagan	1010 Grand Blvd, 4th Floor		Kansas City	MO	64108		316-860-3099	316-860-3029	Mark.Flammagan@umb.com	US Bank as Trustee for Certain Mortgage-Backed Securities
US Bank Global Corporate Trust Services	James H Byrnes	1 Federal St 3rd Fl		Boston	MA	02110		617-603-6442	617-603-6644	James.Byrnes@usbank.com	Trusts
US Bank NA Corporate Trust Services Division	Laura L Moran	1 Federal St 3rd Fl		Boston	MA	02110		617-603-6442	617-603-6644	Laura.Moran@usbank.com	Trusts
Waller Bender Stebbins & Vaughan PC	J Michael Vaughan & David M Steens	2500 City Center Square 767 Fifth Ave		Kansas City New York	MO	64105 NY 10155		316-421-6820 212-317-9300	316-421-4747 212-317-9300	jvaughan@wbsv.com dsteens@wbsv.com	Counsel to Representative Plaintiffs and the Putative Class Counsel to Synthetic Structured Finance LPs
Well Global & Morgan LLP	Gary T Holzer	3082 Old Road		Annapolis	MD	21045		410-884-2208	410-715-2380	Sharon.Sullivan@well.com morga.lachlan@well.com	Securitization-HELOC Trustee
Wells Fargo Bank N.A.	Kelly Rantz	Corporate Trust Services 4101 Wisconsin Bld.		Columbia	MD	21045		410-884-2208	410-715-2380	Sharon.Sullivan@well.com morga.lachlan@well.com	Securitization-HELOC Trustee
Wells Fargo Law Department	Kristi Garcia Esq Senior Counsel	MAC T7405-010		San Antonio	TX	78251		210-549-5747	210-545-3015	kristi.garcia@wellsfargo.com	Counsel to Wells Fargo Bank NA Counsel to Prospective Claimant Kay Elliott & Client Paul Pappas
Wendy Alison Nera	J Christopher Shore & Ian J Silverbrand	210 Second St NE 1155 Avenue of the Americas		Minneapolis	MN	55413		612-333-4144	612-385-2444	joan@wendynera.com ian@wendynera.com	Counsel to Wells Fargo as collateral agent for the Prepetition Junior Secured Notes; Co-Counsel to the Ad Hoc Group of Junior Secured Noteholders
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Willkie Farr & Gallagher LLP	Marc Abrams & Richard Choi & Jennifer J Herby	767 Seventh Avenue 180 N. Zeeb Road		New York Minneapolis	NY	10019 MN 55402-1544		212-778-8000 612-333-4144	212-778-8111 612-333-4144	marc.abrams@willkie.com richard.choi@willkie.com	Counsel to Morgan Alternative Capital LP Securitization Trustee
Wilmington Trust	Joseline Marley Julie E Brown Vice President	300 South 5th St, 5th Fl, 1230 3 Garnett Dr		Minneapolis White Plains	NY	10604-3407		612-333-4144	914-325-7000	joseline.marley@wilmington.com julie.brown@wilmington.com	Member of Official Committee of Unsecured Creditors
Wilson Elser Moskowitz Edelman & Dickler LLP	Attn David L Tillen			White Plains	NY	10604-3407		914-325-7000	914-325-7000	david.tillen@wilsonel.com	Counsel to the County of Putnam, Department of Finance
Winston & Strawn LLP	Attn: David Neier	200 Park Avenue		New York	NY	10166		212-294-6700	212-294-4700	david.neier@winston.com	Counsel to GSE - Fannie Mae
Winston & Strawn LLP	David Neier & Corey D Schreiber	200 Park Avenue		New York	NY	10166-4193		212-294-6700	212-294-4700	schreiber@winston.com	Counsel to Federal National Mortgage Association Counsel to The Western and Southern Life Insurance Company
Wolfe, Maher & Deutsch LLP	Attn: James N Lawlor Attn: Paul R DeFilippo & Steven S Pfezger	One Gateway Center 9th Fl 500 Fifth Ave 12th Fl		Newark New York	NJ	07102 NY 10110		973-733-9200	973-733-9292	lawlor@wolfe.com pfezger@wolfe.com	Counsel to The Western and Southern Life Insurance Company Counsel to National Credit Union Administration Board, as Liquidating Agent of U.S. Central Federal Credit Union, Western Corporate Federal Credit Union, Members United Corporate Federal Credit Union, Southwest Federal Credit Union and Constitution Corporate Federal Credit Union
Wolfe, Maher & Deutsch LLP				Newark	NJ	07102		973-733-9200	973-733-9292	lawlor@wolfe.com	Counsel to National Credit Union Administration Board, as Liquidating Agent of U.S. Central Federal Credit Union, Western Corporate Federal Credit Union, Members United Corporate Federal Credit Union, Southwest Federal Credit Union and Constitution Corporate Federal Credit Union
Zuckerman Spaulder LLP	Graeme W. Bush & Nelson C. Cohen & Laura E. Neish	1185 Avenue of the Americas, 31st Floor		New York	NY	10036		212-704-9600	212-704-4296	gbush@zuckerman.com lneish@zuckerman.com	Counsel to National Credit Union Administration Board, as Liquidating Agent of U.S. Central Federal Credit Union, Western Corporate Federal Credit Union, Members United Corporate Federal Credit Union, Southwest Federal Credit Union and Constitution Corporate Federal Credit Union
Zuckerman Spaulder LLP	Graeme W. Bush & Nelson C. Cohen & Laura E. Neish	1800 M Street, N.W., Suite 1000		Washington	DC	20036		202-778-1800	202-822-3106	neish@zuckerman.com	Counsel to National Credit Union Administration Board, as Liquidating Agent of U.S. Central Federal Credit Union, Western Corporate Federal Credit Union, Members United Corporate Federal Credit Union, Southwest Federal Credit Union and Constitution Corporate Federal Credit Union

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